

Law Offices of

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June 13, 2002

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

RECORDATION NO. 23996-A FILED

JUN 14 '02 1-51 PM

SURFACE TRANSPORTATION BOARD

Re: Union Pacific Railroad Company  
Leveraged Lease Financing  
UPRR 2002-A

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of Indenture and Security Agreement (UPRR 2002-A), dated as of June 17, 2002, between Wilmington Trust Company, as owner trustee (the "Owner Trustee"), and Wells Fargo Bank Northwest, N.A., as indenture trustee (the "Indenture Trustee"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement (UPRR 2002-A), dated as of June 17, 2002, between Union Pacific Railroad Company, as lessee (the "Lessee") and Wilmington Trust Company, as Lessor which is being submitted for recording concurrently therewith.

The names and addresses of the parties to the enclosed document are as follows:

Owner Trustee: Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890-0001  
Attention: Corporate Trust Administration

Indenture Trustee: Wells Fargo Bank Northwest, N.A.  
MAC: U1254-031  
79 South Main Street  
Salt Lake City, Utah 84111  
Attention: Corporate Trust Services

The equipment covered as of the date hereof by the aforesaid Memorandum of Indenture and Security Agreement consists of 91 General Electric Company AC4400CW Diesel Electric Locomotives bearing the reporting marks Type A: UPRR 5792; UPRR 5810; UPRR 5812;

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UPRR 5817; UPRR 5819 through UPRR 5863, inclusive; Type B: UPRR 5772; UPRR 5774 through UPRR 5791, inclusive; UPRR 5793 through UPRR 5809, inclusive; UPRR 5811; UPRR 5813 through UPRR 5816, inclusive; UPRR 5818; all as specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

Memorandum of Indenture and Security Agreement (UPRR 2002-A) between Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee and Wells Fargo Bank Northwest, N.A., as Indenture Trustee.

A fee of twenty-eight dollars (\$28.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord  
Alvord and Alvord  
1050 Seventeenth Street  
Suite 301  
Washington, DC 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3892).

Sincerely,

CHAPMAN AND CUTLER

By Karl T. Williams  
Karl T. Williams

KTW/db  
Enclosures

**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	ROAD NUMBERS
Type A:		
General Electric Company AC4400CW Diesel Electric Locomotives	49	UPRR 5792; UPRR 5810; UPRR 5812; UPRR 5817; UPRR 5819 through UPRR 5863, inclusive
Type B:		
General Electric Company AC4400CW Diesel Electric Locomotives	42	UPRR 5772; UPRR 5774 through UPRR 5791, inclusive; UPRR 5793 through UPRR 5809, inclusive; UPRR 5811; UPRR 5813 through UPRR 5816, inclusive; UPRR 5818

RECORDATION NO.

23996-A  
FILED

JUN 14 '02

1-51 PM

MEMORANDUM OF INDENTURE AND SECURITY AGREEMENT  
(UPRR 2002-A)

SURFACE TRANSPORTATION BOARD

Memorandum of Indenture and Security Agreement, made and entered into as of June 17, 2002, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*"), and Wells Fargo Bank Northwest, N.A., a national banking association, as Indenture Trustee ("*Indenture Trustee*").

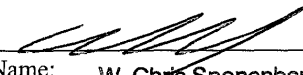
WITNESSETH:

The undersigned have entered into that certain Indenture and Security Agreement (UPRR 2002-A), dated as of June 3, 2002 (the "*Indenture*"), by which Owner Trustee has granted a security interest in certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure Owner Trustee's performance of its obligations as described in the Indenture.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its  
individual capacity, but solely as Owner  
Trustee

By

  
Name: W. Chris Sponenberg  
Title: Vice President

Executed on this \_\_\_\_ day of June, 2002.

WELLS FARGO BANK NORTHWEST, N.A.

By

\_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of June, 2002.

**MEMORANDUM OF INDENTURE AND SECURITY AGREEMENT  
(UPRR 2002-A)**

Memorandum of Indenture and Security Agreement, made and entered into as of June 17, 2002, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*"), and Wells Fargo Bank Northwest, N.A., a national banking association, as Indenture Trustee ("*Indenture Trustee*").

**WITNESSETH:**

The undersigned have entered into that certain Indenture and Security Agreement (UPRR 2002-A), dated as of June 3, 2002 (the "*Indenture*"), by which Owner Trustee has granted a security interest in certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure Owner Trustee's performance of its obligations as described in the Indenture.


IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its  
individual capacity, but solely as Owner  
Trustee

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of June, 2002.

WELLS FARGO BANK NORTHWEST, N.A.


By   
Name: Brett R. King  
Title: Vice President

Executed on this 14<sup>th</sup> day of June, 2002.

STATE OF Delaware )  
 ) SS.:  
COUNTY OF New Castle )

On this, the 13<sup>th</sup> day of June, 2002, before me, a Notary Public in and for said County and State, personally appeared W. Chris Sponenberg who being by me duly sworn, says that (s)he is the Vice President of WILMINGTON TRUST COMPANY, that said instrument was signed on June \_\_, 2002 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Name: \_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_  
Residing in \_\_\_\_\_  
**MINISTERIA FEDLIN**  
**NOTARY PUBLIC-DELAWARE**  
**My Commission Expires Oct. 31, 2006**

(SEAL)

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_\_ day of June, 2002, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of WELLS FARGO BANK NORTHWEST, N.A., that said instrument was signed on June \_\_, 2002 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

(SEAL)

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_ day of June, 2002, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of WILMINGTON TRUST COMPANY, that said instrument was signed on June \_\_, 2002 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

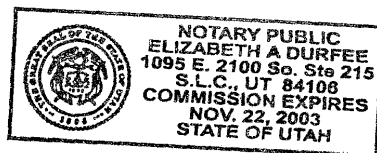
\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

(SEAL)

STATE OF Utah )  
 ) SS.:  
COUNTY OF Salt Lake )

On this, the 14th day of June, 2002, before me, a Notary Public in and for said County and State, personally appeared Brett R. King, who being by me duly sworn, says that (s)he is the Vice President of WELLS FARGO BANK NORTHWEST, N.A., that said instrument was signed on June 14, 2002 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



(SEAL)

\_\_\_\_\_  
Name: ELIZABETH A. DURFEE  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	ROAD NUMBERS
Type A:		
General Electric Company AC4400CW Diesel Electric Locomotives	49	UPRR 5792; UPRR 5810; UPRR 5812; UPRR 5817; UPRR 5819 through UPRR 5863, inclusive
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